1419026

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average by	urden
hours per response	1

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MAY 22 2000 UNIFORM LIMITED OFFERING EXEMPT	TION
Name of Offering (Check if this is an amendment and name has changed, and indicate change.) Waukesha J. J. D. ST	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Type of Filing: New Filing Amendment	6 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Waukesha 1031, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523	Telephone Number (Including Area Code) (630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (
Brief Description of Business The acquisition and sale of undivided tenant in common interests in real property.	08048113
Type of Business Organization corporation business trust limited partnership, already formed limited partnership, to be formed	other (please specify): limited liability company
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada: FN for other foreign jurisdiction)	State: DE
GENERAL INSTRUCTIONS	THOMSON REUTERS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regula 15 U.S.C. 77d(6).	
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offeric Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the after the date on which it is due, on the date it was mailed by United States registered or certified mail	address given below or, if received at that address

after the date on which it is due, on the date it was mailed by United States registered or certifi

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Inland Real Estate Exchange Corporation											
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)											
issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)											
Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual)											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)											
Full Name (Last name first, if individual)											
Inland Real Estate Exchange Corporation											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Annual General and/or Managing Partner											
Full Name (Last name first, if individual)											
Waukesha Exchange, L.L.C.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											
Full Name (Last name first, if individual)											
Waukesha 1031, L.L.C.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Gujral, Brenda G. •											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Goodwin, Daniel L. •											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Parks, Robert D. ◆											
Business or Residence Address (Number and Street, City, State, Zip Code)											
2901 Butterfield Road, Oak Brook, Illinois 60523											

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Waukesha 1031, L.L.C. (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENTI	FICATION DATA		
. Enter the information requ	ested for the followi	ng:			
Each promoter of the is:	suer, if the issuer has	been organized within the	past five years;		
 Each beneficial owner l issuer; 	naving the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	of equity securities of the
Each executive officer:	and director of corpo	rate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
Each general and mana	ging partner of partn	ership issuers.			
Theck Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)				
Matlin, Roberta S. •					
usiness or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523			
theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)	-			
DelRosso, Patricia A	•				
Susiness or Residence Addres		t, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if	individual)	•			
Speidel, Susan K.					
Susiness or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, I	llinois 60523			
Theck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)			· <u>-</u>	
Susiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)	··		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)			_	
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Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
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	s (Number and Stree				****

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Waukesha 1031, L.L.C.

	B. INFORMATION ABOUT OFFERING											
		· · · · · ·							_		Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UI	.OE.			
2. Wha	t is the mir	imum inve	estment tha	t will be ac	cepted from	m any indi	vidual?				\$	336,251*
					-	-					Yes	No
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		••••••	••••	••••••			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
Full Name (Last name first, if individual)												
Fisher, Peter Rusiness or Residence Address (Number and Street City, State, 7 in Code)												
Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, IL 60523												
	f Associate											
Investacorp												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												ll States
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	ks, Willia		es (Numbe	r and Stree	t, City, Sta	te 7in Co	de)					
)1 Butterfi					ic, zip co	uc)					
Name o	f Associate	d Broker o	or Dealer									
	and Securiti			 								
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	f Associate B Financial											
States in	n Which Pe	rson Liste	d Has Solic		ends to Sol							Il States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual?					В.	INFORMA	TION ABO	OUT OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?											*****		
2. What is the minimum investment that will be accepted from any individual? Yes No Yes No	1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			☒
3. Does the offering permit joint ownership of a single unit?				Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
3. Does the offering permit joint ownership of a single unit?	2. Wha	t is the min	imum inve	stment tha	t will be ac	cepted from	m any indi	vidual?	••••			<u>\$</u>	336,251*
3. Does the offering permit joint ownership of a single unit?												Yes	No
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Conway, Patrick Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, IL 60523 Name of Associated Broker or Dealer Investacorp States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		•••••					
Conway, Patrick	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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Name of Associated Broker or Dealer Investacorp				•			te, zip co	uc)					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)							******						
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Full Name (Last name first, if individual) Fiorello, Albert Business or Residence Address (Number and Street, City, State, Zip Code) 1525 E. Greenwood Lane, Greenwood Village, CO 80121 Name of Associated Broker or Dealer Questar Capital States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	-												
Fiorello, Albert Business or Residence Address (Number and Street, City, State, Zip Code) 1525 E. Greenwood Lane, Greenwood Village, CO 80121 Name of Associated Broker or Dealer Questar Capital States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)						[01]	[4 1]	[[4]	[₩٨]	[***]	[** 1]	[**1]	[1 10]
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Full Name (Last name first, if individual) Nowak, Paul A. Business or Residence Address (Number and Street, City, State, Zip Code) 350 Bishops Way, Ste. 103, Brookfield, WI 53005 Name of Associated Broker or Dealer Waterstone Financial Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)							=						
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

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				В.	INFORMA	TION AB	JUI OFFE	KING				
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1. Has	the issuer s	sold, or doe	es the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?			\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
2. Wha	at is the mir	nimum inve	estment tha	t will be ac	cepted from	m anv indi	vidual?				. \$	336,251*
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2.5		•. •	• .		1 50						Yes	No
3. Doe	s the offeri	ng permit j	oint owner	snip of a si	ngle unit?.	•••••	***************************************	•••••	•••••••		. 🛛	
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
								-	·· - ·		Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?			Ø
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2 31/1.								-			¢	226.251#
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3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		***************	•••••	••••••	***************************************	\boxtimes	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
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	ss or Resid		ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
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	of Associate											
	dison Aver					•						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												III States
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Mu	tual Servic	e Corporat	ion									
	n Which Peeck "All St					icit Purcha	sers			***********	🗀 A	II States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING	_				
									·····		Yes	No	
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		. 🗆	\boxtimes	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.				
2. Wha	it is the mir	imum inve	estment tha	t will be ac	cepted from	m anv indi	vidual?				. \$	336,251*	
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3 Doe	s the offeri	no nermit i	oint owner	shin of a si	ngle unit?						Yes .⊠	No □	
4. Ente		nation requ similar ren	ested for e	ach person for solicita	who has b	een or will	be paid or connection	given, dire with sales	etly or ind of securitie	irectly, any		_	
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	nitman, Ro			•,									
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	of Associate 3 Financial		or Dealer										
			d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers						
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	of Associate												
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	<u> </u>	. .		В.	INFORMA	TION ABO	OUT OFFE	RING					
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1. Has	the issuer s	old, or doe							_		. 🗆	\boxtimes	
							n 2, if filing	-					
2. Wha	it is the min	imum inve	estment tha	t will be ac	cepted from	n any indi	vidual?		•••••		<u>\$</u>	336,251*	
											Yes	No	
3. Doe	s the offerin	ng permit j	oint owner	ship of a si	ngle unit?.						. 🛛		
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	of Associate B Financial											- · · -	
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				R	INFORMA	TION AR	OUT OFFE	RING				
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i. Has	the issuer s	oia, or ace									, ц	
			Α	inswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
2. Wha	it is the mir	imum inve	estment tha	t will be ac	cepted from	n any indi	vidual?				. <u>\$</u>	336,251*
											Yes	No
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.							
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	of Associate ect Capital		or Dealer									
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

Answer also in Appendix, Column 2, if filing under ULOE. S 336_251*					В.	INFORMA	TION AB	OUT OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?						-	•					Yes	No
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for soliculation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Dangler, David Business or Residence Address (Number and Street, City, State, Zip Code) 1000 First Federal Plaza, Rochester, NY 14614 Name of Associated Broker or Dealer 1 th Global States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)	1. Has	the issuer	sold, or doe	es the issue	r intend to	sell, to nor	-accredited	d investors	in this offe	ring?			\boxtimes
3. Does the offering permit joint ownership of a single unit?				Α	inswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
3. Does the offering permit joint ownership of a single unit?	2. Wha	nt is the min	nimum inve	estment tha	t will be a	ccepted fro	m any indi	vidual?				\$	336,251*
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Dangler, David Business or Residence Address (Number and Street, City, State, Zip Code) 1000 First Federal Plaza, Rochester, NY 14614 Name of Associated Broker or Dealer 1* Global States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												Yes	No
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Dangler, David Business or Residence Address (Number and Street, City, State, Zip Code) 1000 First Federal Plaza, Rochester, NY 14614 Name of Associated Broker or Dealer 1* Global States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.			••••••		•••••	\boxtimes	
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Business or Residence Address (Number and Street, City, State, Zip Code) 1000 First Federal Plaza, Rochester, NY 14614 Name of Associated Broker or Dealer 1		-	-	f individua	1)								
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Fullmer, Steve, Les Barber, Sam Clark and James Davenport Business or Residence Address (Number and Street, City, State, Zip Code) 3165 E. Millrock Dr. Ste. 300, Salt Lake City, UT 84121 Name of Associated Broker or Dealer Lincoln Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[IL]						[ME]	[MD]					
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Full Name (Last name first, if individual) Hatter, B. Chad Business or Residence Address (Number and Street, City, State, Zip Code) 2927 Stuarts Draft Hwy, Stuarts Draft, VA 24477 Name of Associated Broker or Dealer ProEquities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
Business or Residence Address (Number and Street, City, State, Zip Code) 2927 Stuarts Draft Hwy, Stuarts Draft, VA 24477 Name of Associated Broker or Dealer ProEquities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Full Na	me (Last n	ame first, i			(<u>2-3</u>)	[]	(114)	[]			[]	<u> </u>
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ProEquities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers				-		•	ne, zip co						
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING			·	
				-							Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2 11/1-					• •			_			¢	226.251*
Z. wna	it is the mir	umum mve	siment ma	t will be ac	cepted from	n any mai	viduai?		••••••	•••••	-	336,251*
											Yes	No
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		······································				\boxtimes	
com: offer and/	r the inforr mission or ring. If a p or with a st ciated pers	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in agent of a dealer. If n	connection broker or o tore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
	me (Last n hoff, Rog											
	s or Reside		•				de)					
	30 Thomp			inesville,	GA 30501							
	of Associate											
	America :			sited or Inte	ende to Sol	icit Durcha	core					
											🗌 А	II States
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[MT]	[NE]	[NV]	[NH]	[N]	[NM]	(NY)	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)				•	
Name o	of Associate	ed Broker (or Dealer									
	n Which Pe									.,	П А	11 States
								[DC]	[FL]	[GA]	 [HI]	[ID]
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Resid	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer				·					
	n Which Peeck "All St									·		11 States
-												
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[rN]	[NM]	[NY]	[NC]	[ND]	[OH]	(OK)	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt _____ -0-Equity Common ☐ Preferred Convertible Securities (including warrants)...... -0-S -0-Partnership Interests. \$ 11,490,000 11,490,000 Other (Specify <u>Undivided fractional interests in real estate</u>)..... \$ 11,490,000 \$ 11,490,000 Total..... Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** Investors of Purchases \$ 11,490,000 Accredited Investors -0-Non-accredited Investors Total (for filings under Rule 504 only) ---\$ ---Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of **Dollar Amount** Type of Offering Security Sold Rule 505 Regulation A..... \$ Rule 504 \$ Total ---4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.

 \times -0-Printing and Engraving Costs 45,000 Legal Fees \boxtimes Accounting Fees \boxtimes Engineering Fees X -0-Sales Commission (specify finders' fees separately)..... \boxtimes \$ 689,400 Other Expenses (identify) Marketing \$ 114,900 Total \$ 849,300

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
b.	and total expenses furnished in respons	gate offering price given in response to Part C – e to Part C – Question 4.a. This difference is the	e "adjusted	\$ 10,640,700
5.	each of the purposes shown. If the amount check the box to the left of the estimate	ted proceeds to the issuer used or proposed to be unt for any purpose is not known, furnish an est. The total of the payments listed must equal the response to Part C – Question 4.b above.	imate and	
			Payments to Officers, Directors & Affiliates	Payments To
	Salaries and fees		🗆 <u>\$</u>	_ 🗆 💲
	Purchase of real estate		D <u>\$</u>	\$ 9,358,367
	Purchase, rental or leasing and insta	allation of machinery and equipment	🗆 <u>\$</u>	_ □ \$
	Construction or leasing of plant but	ildings and facilities	🗆 <u>\$</u>	_ \$
	offering that may be used in exchar	cluding the value of securities involved in this nge for the assets or securities of another issuer	<u>s</u>	s
	Repayment of indebtedness		🗆 <u>\$</u>	_ <u> </u>
	Working capital		🗆 <u>\$</u>	s
	Other (specify): <u>Acquisition Fee</u> ,	O&O Expenses, Closing Costs	🛛 💲 182,333	<u>\$1,100,000</u>
				\$ 10,458,367
	Total Payments Listed (column total	als added)	<u>\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ </u>	\$ 10,640,700
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertaki	signed by the undersigned duly authorized pers ng by the issuer to furnish to the U.S. Securities d by the issuer to any non-accredited investor pa	and Exchange Commis	sion, upon written
lssu	uer (Print or Type)	Signature	Date	1 >
Wa	ukesha 1031, L.L.C.	Patricia a. Bloss	5/19	108
Naı	me of Signer (Print or Type)	Title of Signer (Print or Type)		
Dot	riaio A. Dal Dosso	President, Inland Real Estate Exchange Corp	poration, the sole member	er of Waukesha

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE .		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Waukesha 1031, L.L.C.	Patricia a. bellasso 5/19/08
Name (Print or Type)	Title (Print or Type)
Patricia A. DelRosso	President, Inland Real Estate Exchange Corporation, the sole member of Waukesha 1031, L.L.C.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

								1	
1	Intend to non-ad investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		Disqual under Sta (if yes, explana	ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				- III Coloro		1111051010			
AK									
AZ		×	Beneficial interests in statutory trust 11,490,000	1	\$ 215,000	-0-	-0-		Ø
AR									
CA		Ø	Beneficial interests in statutory trust 11,490,000	7	\$ 2,143,251	-0-	-0-		×
со		⊠	Beneficial interests in statutory trust 11,490,000	i	\$ 360,000	-0-	-0-		Ø
CT					<u></u>				
DE									
DC									
FL									
GA		⊠	Beneficial interests in statutory trust 11,490,000	1	\$400,000	-0-	- ()-		⊠
НІ				_					
ID									
IL		Ø	Beneficial interests in statutory trust 11,490,000	6	\$ 1,399,996.64	-0-	-0-		⋈
IN									
IA				<u> </u>					
KS									
KY							•		
LA		⊠	Beneficial interests in statutory trust 11,490,000	1	\$1,367,310	-0-	-0-		⊠
ME									
MD									
MA									
MI									

APPENDIX

I	2	2	3			4			5
	Intend	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MN		⊠ .	Beneficial interests in statutory trust 11,490,000	l	\$ 500,000	-0-	-0-		Ø
MS									
МО							•		
MT									
NE		Ø	Beneficial interests in statutory trust 11,490,000	1	\$290,000	-0-	-0-		×
NV									
NH									
NJ									
NM									
NY		⊠	Beneficial interests in statutory trust 11,490,000	I	\$396,625	-0-	-0-		×
NC									
ND							·		
ОН									
ОК									
OR									
PA		Ø	Beneficial interests in statutory trust 11,490,000	1	\$410,217.91	-0-	-0-		×
RI									
SC									
SD									
TN									
TX		Q							
UT		Ø	Beneficial interests in statutory trust 11,490,000	4	\$3,067,775	-0-	-0-		×
VT									
VA		Ø	Beneficial interests in statutory trust 11,490,000	I	\$500,000	-0-	-0-		×

APPENDIX

1	,	2	3			4		1		
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		Disqual under Sta (if yes, explant waiver	lification ate ULOE s, attach nation of granted) i-ltem 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WA		⊠	Beneficial interests in statutory trust 11,490,000	1	\$201,075	-0-	-0-		×	
wv										
WI		Ø	Beneficial interests in statutory trust 11,490,000	1	\$ 238,749.45	-0-	-0-		Ø	
WY										

